

AR36

GIANT EXPLORATIONS LIMITED (N.P.L.)

STATEMENT OF SOURCE AND APPLICATION
OF FUNDSfor the six month period ended May 31, 1968
with comparative figures for 1967

(unaudited)

Six months ended May 31, 1968	Six months ended May 31, 1967
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SOURCE OF FUNDS:

Issue of 200,000 shares at 40c per share pursuant to an underwriting and option agreement dated January 19, 1968

\$ 80,000	\$ —
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Miscellaneous interest on bank term deposits, etc.

5,165	4,708
\$ 85,165	\$ 4,708

APPLICATION OF FUNDS:

Purchase of vehicles and exploration equipment

\$ 9,180	\$ 4,725
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Mineral rights, exploration, development and administrative expenses deferred

67,320	54,791
\$ 76,500	\$ 59,516

Increase (decrease) in working capital

\$ 8,665	(\$ 54,808)
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Working capital at beginning of period

150,203	246,737
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WORKING CAPITAL AT END OF PERIOD

\$158,868	\$191,949
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Notes:

- The options under the underwriting and option agreement dated January 19, 1968, terminated June 28, 1968.
- All surplus funds of the Company are invested in short term deposits with chartered banks.

GIANT EXPLORATIONS LIMITED (N.P.L.)

STATEMENT OF DEFERRED EXPLORATION,
DEVELOPMENT AND ADMINISTRATION
EXPENDITURESfor the six month period ended May 31, 1968
with comparative figures for 1967

(unaudited)

Six months ended May 31, 1968	Six months ended May 31, 1967
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EXPLORATION AND DEVELOPMENT:

Property acquisition, assessment fees, etc.

\$ 13,599	\$ 6,947
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Prospecting and line cutting

2,465	2,626
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Engineering, geology and supervision

17,953	11,691
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Camp operation and accommodation

2,548	2,149
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Assaying and sampling

885	688
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Geophysical and geochemical surveys

507	1,627
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Diamond drilling

1,966	5,908
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Surface stripping

834	—
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Travel and vehicle operation

5,034	4,856
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Consultants' fees

2,206	—
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Joint ventures exploration

4,925	4,399
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\$ 52,922	\$ 40,891
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ADMINISTRATION:

General supervision

3,900	6,400
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Office operating

5,468	4,609
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Legal and audit

1,207	538
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Public relations

511	225
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Registration and transfer fees

1,550	1,129
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Shareholders' reports and meetings

1,762	999
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\$ 14,398	\$ 13,900
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Less: Interest on deposits, etc.

5,165	4,708
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\$ 9,233	\$ 9,192
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NET EXPENDITURES FOR THE PERIOD

\$ 62,155	\$ 50,083
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GIANT
EXPLORATIONS
LIMITED

(Non-Personal Liability)

SIX MONTH
INTERIM REPORT

1968



1825 - 355 Burrard Street
VANCOUVER 1, B.C.

GIANT EXPLORATIONS LIMITED

(Non-Personal Liability)

To the Shareholders:

Giant Explorations, during the six-month period from December 1, 1967, has initiated exploration programs on new prospects and continued work on properties previously held with results which, for the most part, have been very encouraging.

This season the Company's exploration staff, consisting of a core of seven engineers and geologists, is investigating prospects and properties in several areas of British Columbia, Alberta and the Northwest Territories. Major emphasis is being given to the search for silver, copper, uranium and molybdenum deposits. As a matter of general policy, however, the Company has an open attitude towards metals of all types and mining situations at all stages of exploration and development.

British Columbia

A program of diamond drilling, surface trenching and geochemical sampling on the Nahwitti Lake group, which adjoins Utah Construction and Mining Company's holdings in the Port Hardy area of Vancouver Island, has produced encouraging results. Some of the results on the six known mineralized showings are summarized as follows: H.P.H. No. 3 showing, which has been tested by 8 trenches over a length of 800 feet, has opened up mineralization grading as much as 4 ozs. of silver and 20% combined lead and zinc. Some 10 holes have been drilled in this area with the most recent results being as follows—

- 8 ft. of 2.48 oz. silver, 0.60% lead, 2.06% zinc.
- 15 ft. of 2.72 oz. silver, 0.70% lead, 1.81% zinc.
- 5 ft. of 3.20 oz. silver, 1.40% lead, 5.99% zinc.
- 18.5 ft. of 4 oz. silver, 1.65% lead, 2.38% zinc.

Trenching on the H.P.H. No. 1 and H.P.H. No. 3 showings has exposed high-grade lead and zinc mineralization over lengths of some 200 feet and 40 feet, respectively, and across widths of 5 to 6 feet. The Dorton, a high-grade gold-zinc showing, which was located by sur-

face prospecting and opened up by limited blasting, has given values across widths of 2.3 feet, grading 0.2 ozs. to 0.9 ozs. gold, 2.0 ozs. to 4.0 ozs. silver and in excess of 30% zinc. The Bluff showing, which appears to be 5 feet wide and lies against a steep fault, has been opened up for some 70 feet of length, with values up to 19 ozs. silver, 1.04% lead and 3.05% zinc. Work on this zone has shown the fault structure to be strong and the geologic setting favourable for ore deposition. Priority is currently being placed on diamond drilling the Contact Creek copper showing where surface sampling has given 1.0 ozs. silver, 2.19% copper and 6.32% zinc across 20 feet. The first two holes on this zone have reportedly intersected up to 30 foot widths of copper mineralization. The Nahwitti Lake group has recently been extended by an additional 30 claims to cover a magnetic anomaly which lies to the north of the main claims. A geochemical and geological mapping program is now under way on this claim block.

Five miles to the south of the main Utah-Port Hardy copper deposit, Giant Explorations has recently optioned an additional block of claims. Old records on the property show grades of 1.0% copper across 40 feet, and 5% copper across 6 feet and, recent sampling on this mineralized zone, which geochemical sampling has indicated to be some 50 feet wide and upwards of 400 feet long, has given values of 1.0 to 2.38% copper across widths of 5 feet where the mineralization is exposed.

In the Greenwood camp, a geochemical and a magnetometer survey of the Cyclops group has shown a copper and zinc anomaly which will be tested by surface stripping.

An anomalous area with visible copper mineralization has recently been discovered on Giant Explorations' holdings in the Copper Mountain area, south of Princeton. Geochemical and geophysical work has been under way on this property for the past few weeks and a surface stripping program, coupled with drilling, is planned for later in the season.

A geological and geochemical survey of the Jim Kelly Creek copper-nickel group in the Tulameen River area near Princeton has recently been started.

In view of the encouraging results obtained by the Hedley Syndicate reconnaissance survey in southeastern Okanagan, both Pacific Petroleum and Giant Explorations are continuing their 50-50 participation in this project. Currently, followup work is being done on four areas in which promising molybdenum, copper and zinc indications were obtained last year. This prospecting program will be expanded later in the season to the Carmi silver and Greenwood copper areas.

Alberta

A geophysical and geochemical survey is currently under way on two quartz mineral permits, aggregating 40,000 acres, in northeastern Alberta to the east of Slave River and north of Lake Athabasca. This is in an area of known uranium-molybdenum mineralization and it is to the west of here where McIntyre Porcupine is currently drilling several prospects.

Your Company has also finalized an agreement with Sinclair Canada Oil Company, wherein Sinclair will participate with Giant Explorations in the exploration for sulphur on Sulphur Permit 159 in the Fort Vermilion area. Sinclair will earn a 50% interest in this Permit by performing the first year's geologic and drilling program, following which the cost of exploration and development will be shared equally by both companies.

Northwest Territories

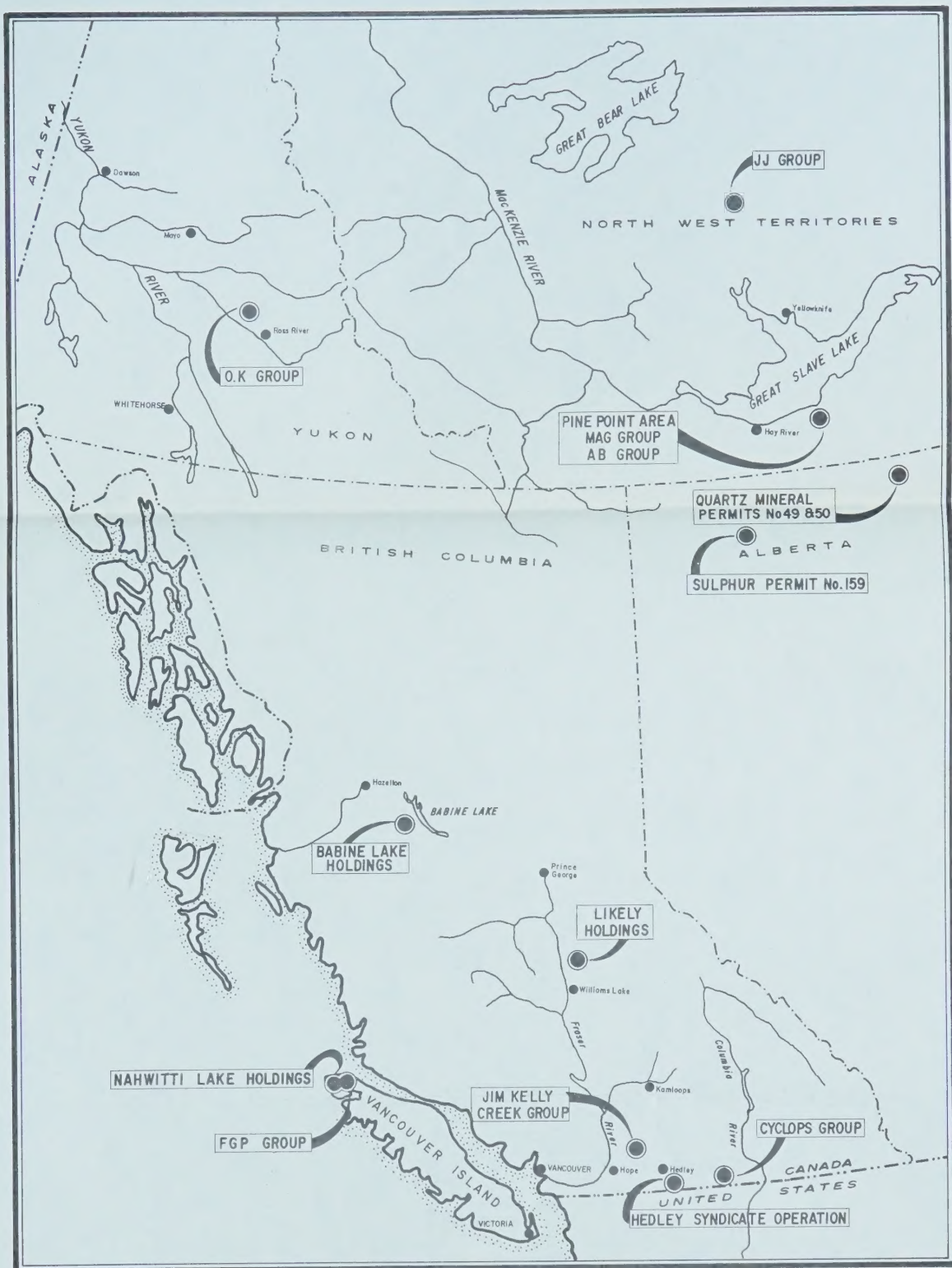
Geochemical and geophysical work has been completed on the J. J. Group, which lies to the northeast of Yellowknife. No further work is planned on this property. Giant Explorations is currently examining several other molybdenum, copper and uranium properties in the Territories which offer interesting possibilities.

Accompanying this report are the unaudited financial statements for the six-month period ended May 31, 1968.

On behalf of the Board

W. C. GIBSON,
President


Vancouver, B.C.
July 12, 1968.



1968 HOLDINGS

GIANT EXPLORATIONS LIMITED (N.P.L.)

1875-355 BURRARD ST. VANCOUVER, B.C.



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AR36

GIANT EXPLORATIONS LIMITED (N.P.L.)

GIANT EXPLORATIONS LIMITED (N.P.L.)

JSC

STATEMENT OF SOURCE AND APPLICATION OF FUNDS
for the six month period ended May 31, 1969
with comparative figures for 1968

(unaudited)

	Six months ended May 31, 1969	Six months ended May 31, 1968
SOURCE OF FUNDS:		
Issue of shares	\$145,000	\$ 80,000
Miscellaneous interest on bank term deposits, etc.	4,201	5,165
	<u>\$149,201</u>	<u>\$ 85,165</u>

APPLICATION OF FUNDS:

Purchase of vehicles and exploration equipment	\$ 9,807	\$ 9,180
Mineral rights, exploration, development and administrative expenses deferred	65,494	67,320
	<u>\$ 75,301</u>	<u>\$ 76,500</u>
Increase in working capital	\$ 73,900	\$ 8,665
Working capital at beginning of period	95,375	150,203
	<u>\$169,275</u>	<u>\$158,868</u>
WORKING CAPITAL AT END OF PERIOD		

STATEMENT OF DEFERRED EXPLORATION, DEVELOPMENT AND ADMINISTRATION EXPENDITURES
for the six month period ended May 31, 1969
with comparative figures for 1968

(unaudited)

EXPLORATION AND DEVELOPMENT:		
Property acquisition, assessment fees, etc.	\$ 6,988	\$ 13,599
Prospecting and line cutting	—	2,465
Engineering, geology and supervision	27,167	17,953
Camp operation and accommodation	1,527	2,548
Assaying and sampling	1,321	885
Geophysical and geochemical surveys	26	507
Diamond drilling	4,177	1,966
Surface striping	150	834
Travel and vehicle operation	4,698	5,034
Consultants' fees	1,350	2,206
Joint ventures exploration	2,465	4,925
	<u>\$ 48,869</u>	<u>\$ 52,922</u>

ADMINISTRATION:

General supervision	3,000	3,900
Office operating	6,227	5,468
Legal and audit	2,398	1,207
Public relations	586	511
Registration and transfer fees	2,143	1,550
Shareholders' reports and meetings	1,271	1,762

Less: Interest on deposits, etc.

	\$ 15,625	\$ 14,398
	4,201	5,165
	<u>\$ 11,424</u>	<u>\$ 9,233</u>
NET EXPENDITURES FOR THE PERIOD	<u>\$ 61,293</u>	<u>\$ 62,155</u>

GIANT
EXPLORATIONS
LIMITED

(NON-PERSONAL LIABILITY)

SIX MONTH
INTERIM REPORT
19697th Floor
1177 West Hastings Street
VANCOUVER 1, B.C.

GIANT EXPLORATIONS LIMITED

(Non-Personal Liability)

To the Shareholders:

This six month interim report reviews the Company's activities since the end of the 1968 fiscal year on November 30, 1968, last, and incorporates the unaudited financial statements for the period ended May 31, 1969.

In addition to carrying on exploration programs on properties already held, Giant Explorations Limited (N.P.L.) has continued its search for properties of merit in Canada, the United States and Mexico. This quest for new properties has been most rewarding in British Columbia where exploration programs are currently being initiated on 3 copper prospects on Vancouver Island and a nickel prospect near Hope. Examinations and studies are being made on a lead-zinc property in Washington and a nickel property in California.

British Columbia

Airborne geophysical surveys are being completed on the Nahwitti claim group near Port Hardy at the north end of Vancouver Island. These claims, which adjoin the holdings of Utah Construction and Mining Company to the south, contain a number of interesting showings of gold, silver, lead, zinc and copper on which your Company has done work. Preliminary interpretations of these airborne geophysical surveys indicate the presence of three well-defined electromagnetic anomalies which are of particular interest as they occur outside the presently-known areas of mineralization. These anomalies, in addition to being well defined electromagnetic-ally, coincide with magnetic 'lows'. The survey was carried out by Seigel Associates Limited using a Scintrex HEM-701 airborne electromagnetic unit, together with a Scintrex NPM-1 nuclear resonance magnetometer and other ancillary equipment mounted in an SL-4 helicopter. A ground followup program will be undertaken to investigate these anomalous conditions as soon as the formal

geophysical report is received and crews are available.

The Hedley Syndicate, a fifty-fifty joint participation by Pacific Petroleum Limited and Giant Explorations Limited (N.P.L.), which has been carrying out a primary "grass roots" exploration program in the southern Okanagan for the past two years, has extended its geochemical silt sampling and geological reconnaissance activities eastward to the Carmi-Greenwood area. In addition, detailed geological and geochemical work is being carried out on the anomalous zinc and molybdenum areas which were staked late last fall in the Okanagan. This work, which was started in mid-May, will be supplemented by surface stripping and geophysical surveys if the initial results are significant.

An option agreement has been entered into with Macsan Explorations Limited (N.P.L.) to explore their holdings on the southern end of Vancouver Island, which encompass three significant zones of copper mineralization. The copper occurs as native copper, chalcopyrite and cubanite, associated with magnetite and pyrrhotite in shear zones in the Tertiary sediments and volcanics which have been intruded by gabbroic magmas. Similar occurrences of mineralization have been mined at the Sunro property on Jordan River, and the possibility of developing ore grade mineralization on the Macsan property is reasonable. An active program of geological mapping, geochemical sampling, possibly supplemented by geophysical work, will be initiated shortly.

On a joint venture basis with Giant Mascot Mines Limited, approximately 300 mineral claims are being staked from the Giant Nickel Mine on Emory Creek, northwesterly to Harrison Lake, to cover areas of known basic and ultrabasic rocks where geochemical testing of silt samples has given anomalous nickel results. On the basis of the rock types, comparable structural conditions to the Giant Mine and anomalous geochemical results,

this area offers good possibilities for locating nickel mineralization in place.

Yukon

Detailed geochemical and geophysical surveys are planned for later this summer on the 16 claim O.K. Group in the Dynast-Vangorda area where 4 interesting magnetic anomalies were previously noted.

Northwest Territories

Both ground and airborne surveys are in progress on the 330 claim "G.M." Group, in which Giant Explorations Limited (N.P.L.) holds a 50% interest. This Group, which is in the Hanbury River area near Artillery Lake, 250 miles northeast of Yellowknife, is in close proximity to the extensive holdings of Newmont on which both nickel and copper have been found in the ultrabasics. Geotrex of Ottawa has recently completed an airborne electromagnetic survey on the "G.M." Group using a Rio Tinto type In-Phase/Out-of-Phase electromagnetic unit, together with a Barringer AM-101-A nuclear precession magnetometer and a Scintrex GIS-2 single channel integral type spectrometer. Although the formal report on the survey has not been received, there are preliminary indications that a number of linear anomalies occur on the property. Ground followup work, including geophysical surveying and geological mapping, is now under way to further investigate these anomalous conditions.

On behalf of the Board,

L. P. STARCK,
President

Vancouver, B.C.
July 23, 1969

GIANT EXPLORATIONS LIMITED

(Non-Personal Liability)

Executive Office:
806-1111 West Hastings Street,
Vancouver 1, British Columbia.

Registered Office:
Suite 625, 925 West Georgia Street,
Vancouver 1, British Columbia.

INFORMATION CIRCULAR

issued in connection with the Third Annual General
Meeting to be held on March 28th, 1969.

SOLICITATION OF PROXIES:

This information circular is furnished in connection with the solicitation by the management of Giant Explorations Limited (Non-Personal Liability) ('the Company') of proxies to be used at the Third Annual General Meeting of the Shareholders of the Company to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by regular employees of the Company at nominal cost. The cost of solicitation by management will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES:

The persons named in the enclosed form of proxy are Directors and/or Senior Officers of the Company. A shareholder desiring to appoint some other person to represent him at the meeting may do so either:

- (a) by striking out the printed names and inserting such other person's name in the blank space provided in the form of proxy, or
- (b) by completing another proper form of proxy, and, in either case, depositing the completed proxy at Suite 625, 925 West Georgia Street, Vancouver 1, B.C., not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.

A shareholder who has given a proxy may revoke it either:

- (a) by signing a proxy bearing a later date and depositing it as aforesaid; or
- (b) as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by signing and dating a written notice of such revocation (in the same manner as the instrument of proxy is required to be executed as set out in the Notes to the instrument of proxy herewith) and either depositing the same at the address and within the time aforesaid or with the Chairman of the meeting on the day of the meeting or on the day of any adjournment thereof; or
- (c) by attending the meeting in person and registering with the scrutineers which shall serve as notice of revocation of any proxy previously filed but only as to matters which have not already been dealt with at the meeting.

Furthermore, the Articles of Association of the Company expressly provide that the casting of a vote on the basis of an instrument of proxy will be valid notwithstanding the previous death of the principal, or revocation of the proxy, or transfer of the share in respect of which the vote is to be cast, provided that no intimation in writing of such death, revocation or transfer shall have been received at the registered office of the Company or by the Chairman of the meeting before the vote is cast.

EXERCISE OF DISCRETION BY PROXIES:

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them. In the absence of such direction, it is intended that such shares will be voted:

- (a) in favour of the approval of the Annual Reports and the Financial Statements of the Company;
- (b) for the appointment of Auditors, as stated under that heading in this circular;
- (c) for the ratification, confirmation and approval of all acts, deeds and things done by and proceedings of the Directors and Officers of the Company on its behalf as set out in the Notice of Meeting;
- (d) to fix the number of Directors at Seven (7) and for the election of Directors as stated under that heading in this circular;
- (e) to authorize the Company, pursuant to Section 150 of the "Companies Act", to exercise the power to invest in other companies, as more particularly set out in the Notice of Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. At the time of printing this circular, the management of the Company knows of no such amendment, variations or other matters to come before the meeting other than those referred to in the Notice of Meeting.

VOTING SHARES:

On the date of the accompanying Notice of Meeting, the Company had outstanding 2,169,224 common shares without nominal or par value, each carrying the right to one vote, so that the aggregate number of votes attaching to all the outstanding shares is 2,169,224. Under an underwriting and option agreement dated September 9, 1968, an option remains outstanding to purchase up to 200,000 shares at a price of 55 cents per share, which is exercisable, on or before March 19, 1969. If all or any part of the option is exercised, the number of shares issued and outstanding at the meeting would be increased accordingly and each of the additional shares so issued would carry the right to one vote.

Shareholders registered prior to the time of the meeting will be entitled to attend and vote thereat. The person duly appointed under an instrument of proxy, however, will only be entitled to vote the shares represented thereby if the instrument of proxy (together with any instrument which may be required as set out in Note 3 on the instrument of proxy) is deposited at the address aforesaid not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.

Giant Mascot Mines Limited, 806 - 1111 West Hastings Street, Vancouver 1, British Columbia, is the registered and beneficial owner of 500,255 shares of the Company, being some 23.6% of the voting shares of the Company presently issued and outstanding. Furthermore, the Directors and Officers of the Company (save one Director) are all Directors and Officers of Giant Mascot Mines Limited.

ELECTION OF DIRECTORS:

The Board presently consists of six (6) Directors, all of whom are deemed to retire at the Annual General Meeting but are eligible for re-election. The persons named in the enclosed form of proxy intend to vote in favour of the resolution to fix the number of Directors for the ensuing year at seven (7). If such resolution is adopted, the persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below, six of whom are now members of the Board of Directors and have been since the dates indicates and the seventh is to be nominated a director for the first time. The management does not contemplate that any of the nominees will be unable to serve as a Director, but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each Director elected will hold office until his successor is elected at the next Annual General Meeting of the Company, or at any adjournment thereof, unless his office is earlier vacated under any of the relevant provisions of the Articles of Association of the Company.

The following table and the notes thereto state the names of all the persons proposed to be nominated for election as Directors, all other positions and offices with the Company now held by them, their principal occupations or employments, the dates upon which they became Directors of the Company, and the approximate number of shares of the Company beneficially owned, directly or indirectly, by each of them, as of the date of the accompanying Notice of Meeting:

Name and Office	Principal Occupation or Employment	Date of Appointment as Director	Shares Owned
W. Clarke Gibson President and Managing Director	Lumberman and Mining Executive: Chairman of the Board of Giant Mascot Mines Limited; President and Director of Giant Explorations Limited (N.P.L.) since its incorporation.	Dec. 29, 1965	*77,361
Louis P. Starck Vice-President and Director	Professional Mining Engineer: Managing Director and Vice-President of Giant Mascot Mines Limited; Vice-President, Director and General Manager of Giant Explorations Limited (N.P.L.) since its incorporation.	Dec. 29, 1965	10,000
Bernard O. Brynelsen, Director	Professional Mining Engineer: President, Brenda Mines Limited; President of Magnum Consolidated Mining Co. Ltd. (N.P.L.) and Churchill Copper Corporation Ltd.; Director, Giant Mascot Mines Limited.	Dec. 5, 1968	—
John Lambert Gibson	Lumberman and Mining Executive: Chairman of the Boards of Torwest Resources (1962) Ltd. (N.P.L.) and Highmont Mining Corp. Ltd. (N.P.L.); Director of Giant Mascot Mines Limited.	Dec. 29, 1965	*45,041
Harvey A. McDiarmid Director	Lumberman and Mining Executive: President H.M. Development Ltd. and National Engineered Structures Co. Ltd.; Director of Giant Mascot Mines Limited.	Mar. 31, 1967	10,500
Morris M. Menzies Director	Professional Geological Engineer: Vice-President, Brenda Mines Limited; Vice-President-Exploration, Magnum Consolidated Mining Co. Ltd. (N.P.L.) and of Churchill Copper Corporation Ltd.	Dec. 5, 1968	—
Jacob Austin Director	Barrister and Solicitor and Mining Executive: President of Giant Mascot Mines Limited; Director of Magnum Consolidated Mining Co. Ltd. (N.P.L.) and of Churchill Copper Corporation Ltd.	—	3,000

*W. Clarke Gibson and John Lambert Gibson are brothers. In addition to the shares of the Company which they individually own, directly and indirectly (including the shares held by their respective personal corporations), as set out above, they each hold an equal interest, with their two brothers in Gibson Barge Company Ltd. which owns 23,760 shares.

- NOTES: (a) The information as to shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective Directors individually.
- (b) Unless otherwise stated above, each of the above-named persons has held the first named principal occupation or employment indicated for at least five years.

APPOINTMENT OF AUDITORS:

The persons named in the enclosed form of proxy intend to vote for the re-appointment of Thorne, Gunn, Helliwell & Christenson, Chartered Accountants, Vancouver, British Columbia, to hold office until the next Annual General Meeting of Shareholders. They have been auditors of the Company since December 20, 1966.

REMUNERATION OF MANAGEMENT AND OTHERS:

1. During the twelve-month period from the commencement of the last completed fiscal year of the Company on December 1, 1967, to November 30, 1968, no remuneration has been paid by the Company to the Directors and Senior Officers. During the period in question, however, the Company paid to Giant Mascot Mines Limited the sum of \$30,900 in the aggregate for which the latter supplied the services of a full-time manager, and all accounting and clerical services, as well as office accommodation, senior engineering and management.
2. No pension or retirement benefit plans have been instituted by the Company or any of its subsidiaries or any company associated with it in management and none is proposed at this time.
3. Save as set out in paragraph 1 hereby, no remuneration has been paid, directly or indirectly, to any senior officers or directors by the Company, and none is intended to be paid in the ensuing year; other than compensation to Giant Mascot Mines Limited for like services and facilities to those furnished by it to the Company during the past year in a similar amount to that paid by the Company during the past year.
4. No options to purchase securities of the Company have been granted to any senior officer or directors since the incorporation of the Company.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS:

None of the Directors, Senior Officers, or other associates had any material interest, direct or indirect, in any transaction since December 1, 1967, or in any proposed transaction which has materially affected or will materially affect the corporation or any of its subsidiaries, save as set out under the next heading.

MANAGEMENT CONTRACTS:

The Company has not entered into any management contracts. As already set out herein, Giant Mascot Mines Limited furnishes the Company with senior engineering and management, field supervision, accounting and administrative and clerical services.

GIANT EXPLORATIONS LIMITED

(Non-Personal Liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of Giant Explorations Limited (Non-Personal Liability) will be held in the Board Room of the Hotel Vancouver, 900 West Georgia Street, Vancouver, British Columbia, on Friday, the 28th day of March, 1969, at the hour of 3:00 o'clock in the afternoon, for the following purposes:

- (a) To receive and approve the Annual Reports to the shareholders by the President and the Vice-President and General Manager, on behalf of the Board of Directors, and the Financial Statements of the Company for the year ended November 30, 1968, together with the Report of the Auditors thereon;
- (b) To appoint Auditors and to authorize the Directors to fix the remuneration to be paid to the Auditors;
- (c) To ratify, confirm and approve all acts, deeds and things done by and the proceedings of Directors and Officers of the Company on its behalf since the last Annual General Meeting of the Company as referred to in the Annual Reports and the Financial Statements to be presented to the Meeting which accompany this Notice;
- (d) To fix the number of Directors for the ensuing year at Seven (7) and to elect Directors;
- (e) To authorize the Company, pursuant to Section 150 of the "Companies Act", to take or otherwise acquire and hold the shares, stocks or debentures of any company, wheresoever incorporated, having objects, altogether or in part, similar to those of the Company or carrying on any business capable of being conducted so as, directly or indirectly, to benefit the Company and to sell or re-issue with or without guarantee or otherwise deal with the same and to empower the Directors to exercise such authority on the Company's behalf;
- (f) To transact such other business as may properly be transacted at such meeting, or at any adjournment thereof, without notice.

Copies of the Annual Reports to Shareholders, the Financial Statements of the Company made up to November 30, 1968, and of an Information Circular accompany this Notice.

If you are unable to attend the Annual General Meeting in person, kindly read the Notes on the instrument of proxy enclosed herewith and then complete and return the proxy within the time stipulated in the Notes. As set out in the Notes, the enclosed proxy is solicited by management but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the meeting.

DATED at Vancouver, British Columbia, this 4th day of March, 1969.

ON BEHALF OF THE BOARD

"Allan H. Ainsworth"

Secretary



File

GIANT EXPLORATIONS LIMITED

(Non-Personal Liability)

1131 MELVILLE STREET, VANCOUVER 5, B.C.

FOURTH ANNUAL REPORT
for the year ended November 30, 1969

and

INTERIM FINANCIAL STATEMENTS
for the Six Months ended May 31, 1970

FOURTH ANNUAL REPORT

GIANT EXPLORATIONS LIMITED

(Non-Personal Liability)

(Incorporated under the laws of the Province of British Columbia)

Listed on the Vancouver Stock Exchange.

DIRECTORS KENNETH G. BREAM, Vancouver
RUPERT B. CARLETON, Montreal
J. L. GIBSON, Vancouver
W. C. GIBSON, Vancouver
H. A. McDIARMID, Vancouver
L. P. STARCK, Vancouver
JOHN T. WANAMAKER, Montreal

OFFICERS W. C. GIBSON, Chairman of the Board
L. P. STARCK, President and Managing Director
A. H. AINSWORTH, Secretary
S. CLARKE, Treasurer

REGISTERED OFFICE 625 - 925 West Georgia Street, Vancouver

ADMINISTRATIVE OFFICE 1131 Melville Street, Vancouver 5, B.C.

REGISTRAR AND TRANSFER AGENTS Canada Permanent Trust Company, Vancouver

GENERAL COUNSEL Ainsworth, Henson, Norby, Purvis & Kendall,
Vancouver

AUDITORS Thorne, Gunn, Helliwell & Christenson, Vancouver

ANNUAL GENERAL MEETING JUNE 26, 1970, 3:00 P.M.

GIANT EXPLORATIONS LIMITED

(Non-Personal Liability)

REPORT OF THE DIRECTORS

To the Shareholders of
Giant Explorations Limited (N.P.L.)

Continuing exploration on an area basis in joint ventures with Giant Mascot Mines Limited in the region east of Harrison Lake and with Pacific Petroleums Ltd. in the Hedley and Beavardell areas has produced encouraging geochemical results which are being followed up by crews in the field this season. As will be seen from the accompanying report by the Chief Engineer, Mr. E.R. Gayfer, other programs were also carried out on prospects previously held and on new ones acquired.

Shareholders will be pleased to learn of the appointment to the Board of Directors in May, of Messrs. Kenneth G. Bream, Rupert B. Carleton and John T. Wanamaker, all of whom are presently Directors of Giant Mascot Mines Limited.

During 1970, the Company will continue to pursue its policy of extensive property investigations and examinations coupled with continuing exploration of its own holdings and those under the existing joint ventures. Necessary financing will be arranged for as required.

On Behalf of the Board

L.P. STARCK,

President, and Managing Director.

GIANT EXPLORATIONS LIMITED

(Non-Personal Liability)

June 1, 1970

President and Directors,
Giant Explorations Limited (N.P.L.)
1131 Melville Street,
Vancouver 5, B.C.

Dear Sirs:

During 1969, Giant Explorations Limited (N.P.L.) carried out exploration in many areas of British Columbia and northern Canada. Much time and effort has been spent in the search for new properties of merit.

PROPERTIES

1) NAHWITTI LAKE: 109 recorded mineral claims.

An aerial electromagnetic survey was carried out over the claim block in 1969 by Siegel Associates Limited, using an electromagnetic Scintrex HEM-701 and an NPM-1 nuclear resonance magnetometer mounted in a Hiller SL-4 helicopter. This survey was made to search for hidden conductors on the property, with particular reference to the deep drift covered areas in the valley bottom where major faulting is conjectured to have taken place.

Two well-defined electromagnetic conductors were located over a strike length of some 8,000 feet. A reconnaissance induced potential survey will be run this year to further test these anomalies.

2) HEDLEY SYNDICATE: 50% interest.

The Syndicate, a fifty-fifty joint venture with Pacific Petroleum Limited, has extended its activities into the Beaverdell and Greenwood areas, where an interesting geochemical anomaly has been discovered on the Tuzo Creek watershed.

Twenty-eight claims were staked to cover the discovery, and preliminary soil sampling has indicated significantly high values in lead, zinc and copper over a large area in the eastern part of the claim block.

In addition, a considerable amount of exploration work was carried out during 1969 on two groups of claims in the Hedley area, which had been staked late in 1968, to cover promising anomalous conditions.

3) G.M. GROUP: 50 interest – 112 claims.

Giant Explorations holds this group of claims lying some 250 miles to the east of Yellowknife, N.W.T., in partnership with Ulster Petroleum Ltd. and Western Explorations Ltd.

During the summer, aerial electromagnetic and magnetometer surveys were flown over the property by Geoterrex Limited of Ottawa, using a Rio Tinto type In-phase/Out-of-phase electromagnetic unit and a Barringer AM-101 proton resonance magnetometer both mounted in an Otter aircraft. These surveys were followed by a detailed ground examination by Giant Explorations but no significant mineralization was located.

Assessment work was filed on a number of claims in the northwestern part of the block and this group will be held pending possible developments on adjoining properties.

4) NICKEL SYNDICATE: 50% interest – 240 claims.

During 1969, the Company as to 50%, and Giant Mascot Mines Limited as to 50%, participated in an exploration venture to the northwest of the Giant Nickel mine near Hope, B.C. Some 240 claims were staked and a preliminary examination was made by way of stream sediment sampling and geological mapping.

This area contains basic and ultra-basic intrusions similar to those occurring at the Giant Nickel mine. A considerable number of anomalous nickel and copper values were noted. An intensive exploration program is planned for this area during 1970. The possibilities for finding mineralized showings are encouraging.

5) SEKULMUN LAKE: 48 claims.

A new block of claims, the Bow Group, was acquired at Sekulmun Lake, Yukon Territory, in December, 1969. These claims adjoin properties on which geochemical anomalies for copper and zinc have been defined and zinc mineralization has been found in place.

6) OTHER PROPERTIES:

Geochemical and electromagnetic surveys were carried out on the O.K. Group in the Vangorda-Dynasty area of the Yukon. This group and the Mag group in the North West Territories are in good standing.

PROPERTIES RELINQUISHED

The Copper Mountain mineral leases at Princeton and the Penn claims at Babine Lake were allowed to lapse and the F.G.P. and Tenderfoot options were abandoned.

In July, your Company obtained an option on the holdings of Macsan Explorations Ltd. (N.P.L.) in the southwestern corner of Vancouver Island. After careful field examination and diamond drilling, your Company declined the option. As part of the option arrangement, the Company acquired and continues to hold 58,000 shares of Macsan Explorations Ltd. (N.P.L.)

EXPENDITURES

Expenditures for the 18 month period ended May 31, 1970 totalled \$252,932, of which \$203,486 was spent on exploration and operating expenses, \$15,646 on capital items such as vehicles, camp equipment, etc., \$11,300 on property payments and \$22,500 for shares.

A LOOK AHEAD

From the numerous properties that were researched and examined during the past 18 months, several of the more interesting prospects have been selected for further examination and possible option.

E.R. Gayfer, P. Eng.,

Chief Engineer.

Thorne,
Gunn,
Helliwell
& Christenson

HELLIWELL, MACLACHLAN & CO.
GUNN, ROBERTS & CO.

CHARTERED ACCOUNTANTS

AUDITORS' REPORT

To the Shareholders of
Giant Explorations Limited (N.P.L.)

We have examined the balance sheet of Giant Explorations Limited (N.P.L.) as at November 30, 1969 and the statements of deficit, deferred exploration, development and administration expenditures and source and application of funds for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion these financial statements present fairly the financial position of the company as at November 30, 1969 and the results of its operations and the source and application of its funds for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

“THORNE, GUNN, HELLIWELL & CHRISTENSON”

Chartered Accountants

January 21, 1970

GIANT EXPLORATIONS LIMITED (N.P.L.)
(Incorporated under the laws of British Columbia)

BALANCE SHEET AT NOVEMBER 30, 1969
(with comparative figures at November 30, 1968)

ASSETS		<u>1969</u>	<u>1968</u>
CURRENT ASSETS			
Cash		\$ 19,047	\$ 42,058
Short-term deposits		30,000	50,000
Marketable securities, at cost		—	1,231
Accounts receivable		11,648	13,040
Prepaid expenses and work deposits		<u>—</u>	<u>6,500</u>
		60,695	112,829
VEHICLES AND EXPLORATION EQUIPMENT, at cost (note 2)		65,691	56,850
MINERAL CLAIMS, at cost (note 1)		23,952	34,671
PAYMENTS ON OPTIONS TO ACQUIRE MINERAL CLAIMS		34,693	33,160
INVESTMENT IN SHARES OF MACSAN EXPLORATIONS LTD. (N.P.L.), at cost		22,500	—
DEFERRED EXPLORATION, DEVELOPMENT AND ADMINISTRATION EXPENDITURES		<u>279,988</u>	<u>253,872</u>
		<u>\$487,519</u>	<u>\$491,382</u>
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities		\$ 10,364	\$ 10,383
Payable to affiliated companies		<u>3,242</u>	<u>7,071</u>
		13,606	17,454
SHAREHOLDERS' EQUITY			
CAPITAL STOCK (note 3)			
Authorized			
5,000,000 Shares of no par value			
Issued			
2,269,224 Shares (1968 — 1,969,224)		879,612	734,612
DEFICIT		405,699	260,684
		<u>473,913</u>	<u>473,928</u>
Approved by the Board		\$487,519	\$491,382
“W. C. GIBSON”	Director	<u> </u>	<u> </u>
“L. P. STARCK”	Director		

GIANT EXPLORATIONS LIMITED (N.P.L.)

STATEMENT OF DEFICIT

YEAR ENDED NOVEMBER 30, 1969

(with comparative figures for 1968)

	<u>1969</u>	<u>1968</u>
Balance at beginning of year	<u>\$260,684</u>	<u>\$ 84,086</u>
Add		
Cost of mineral claims and option interests relinquished . . .	15,299	30,595
Exploration, development and administration expenditures applicable to properties relinquished	128,711	100,638
Loss on disposal of fixed asset	1,005	—
Underwriting and organization costs written off	—	45,365
	<u>145,015</u>	<u>176,598</u>
BALANCE AT END OF YEAR	<u><u>\$405,699</u></u>	<u><u>\$260,684</u></u>

GIANT EXPLORATIONS LIMITED (N.P.L.)
STATEMENT OF DEFERRED EXPLORATION, DEVELOPMENT AND
ADMINISTRATION EXPENDITURES
YEAR ENDED NOVEMBER 30, 1969
(with comparative figures for 1968)

	<u>1969</u>	<u>1968</u>
Exploration and development		
Engineering and geological surveys	\$ 67,334	\$ 51,676
Camp operation and accommodation	22,247	18,017
Diamond drilling	11,151	14,310
Travel and vehicle operating	24,404	23,109
Geophysical and geochemical surveys	24,057	11,350
Consulting fees	3,488	6,024
Supervision	6,742	19,576
Prospecting and line cutting	2,319	4,880
Filing fees, assays and sundry	13,477	18,486
Road building	2,800	—
	<u>178,019</u>	<u>167,428</u>
Less portion applicable to joint-venture partners	46,126	23,314
	<u>131,893</u>	<u>144,114</u>
Administration		
Legal and audit	8,698	6,973
Office operating	12,416	12,179
Transfer agent's fees	3,233	2,497
Public relations	2,176	4,033
General supervision	6,000	6,900
Insurance	808	887
	<u>33,331</u>	<u>33,469</u>
Less interest earned on term deposits	10,397	10,159
	<u>22,934</u>	<u>23,310</u>
Net expenditures for year	154,827	167,424
Balance deferred at beginning of year	253,872	187,086
	408,699	354,510
Deduct expenditures applicable to properties relinquished during year	128,711	100,638
	<u>\$279,988</u>	<u>\$253,872</u>

GIANT EXPLORATIONS LIMITED (N.P.L.)
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
YEAR ENDED NOVEMBER 30, 1969
(with comparative figures for 1968)

	<u>1969</u>	<u>1968</u>
SOURCE OF FUNDS		
Issue of 300,000 shares (1968 400,000)	\$145,000	\$150,000
Interest earned	10,397	10,159
Proceeds from sale of fixed asset	250	—
	<u>155,647</u>	<u>160,159</u>
APPLICATION OF FUNDS		
Additions to vehicles and exploration equipment	10,097	17,946
Purchase of mineral claims and option payments	6,112	19,458
Purchase of shares of Macsan Explorations Ltd. (N.P.L.) ...	22,500	—
Exploration, development and administration expenditures .	165,224	177,583
	<u>203,933</u>	<u>214,987</u>
DECREASE IN WORKING CAPITAL	48,286	54,828
WORKING CAPITAL AT BEGINNING OF YEAR	<u>95,375</u>	<u>150,203</u>
WORKING CAPITAL AT END OF YEAR	<u>\$ 47,089</u>	<u>\$ 95,375</u>

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED NOVEMBER 30, 1969

1. VALUES

The amounts shown for mineral claims, options to acquire mineral claims and deferred expenditures, represent accumulated costs and are not intended to reflect present or future values.

2. VEHICLES AND EXPLORATION EQUIPMENT

No depreciation of vehicles and equipment has been recorded in the accounts. It is the company's policy to write off to deficit the cost less proceeds of sale applicable to each asset at the time of disposal or abandonment.

3. CAPITAL STOCK

Capital stock has been issued for the following consideration:

	<u>Shares</u>	<u>Amount</u>
Cash	1,753,224	\$821,612
Mineral rights	516,000	58,000
	<u>2,269,224</u>	<u>\$879,612</u>

During the year 300,000 shares were issued for \$145,000 cash.

Thorne,
Gunn,
Helliwell
& Christenson

HELLIWELL, MACLACHLAN & CO.
GUNN, ROBERTS & CO.

CHARTERED ACCOUNTANTS

AUDITORS' REPORT

To the Shareholders of
Giant Explorations Limited (N.P.L.)

We have examined the balance sheet of Giant Explorations Limited (N.P.L.) as at May 31, 1970 and the statements of deficit, deferred exploration, development and administration expenditures and source and application of funds for the six months then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion these financial statements present fairly the financial position of the company as at May 31, 1970 and the results of its operations and the source and application of its funds for the six months then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

“THORNE, GUNN, HELLIWELL & CHRISTENSON”

Chartered Accountants

June 2, 1970.

GIANT EXPLORATIONS LIMITED (N.P.L.)
(Incorporated under the laws of British Columbia)

INTERIM BALANCE SHEET AT MAY 31, 1970
(with comparative figures at May 31, 1969)

ASSETS		<u>1970</u>	<u>1969</u> (unaudited)
CURRENT ASSETS			
Cash		\$ 14,980	\$ 28,279
Short-term deposits		—	140,000
Accounts receivable — affiliated company		921	—
— others		<u>6,227</u>	<u>11,817</u>
		22,128	180,096
VEHICLES AND EXPLORATION EQUIPMENT, at cost (note 2)		43,756	66,657
MINERAL CLAIMS, at cost (note 1)		27,341	31,240
PAYMENTS ON OPTIONS TO ACQUIRE MINERAL CLAIMS		36,491	36,760
SHARES OF MACSAN EXPLORATIONS LTD. (N.P.L.),			
at nominal carrying value		1	—
DEFERRED EXPLORATION, DEVELOPMENT AND			
ADMINISTRATION EXPENDITURES		<u>308,834</u>	<u>289,807</u>
		<u>\$438,551</u>	<u>\$604,560</u>
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities		\$ 6,042	\$ 8,718
Payable to affiliated companies		716	2,104
		<u>6,758</u>	<u>10,822</u>
SHAREHOLDERS' EQUITY			
CAPITAL STOCK (note 3)			
Authorized			
5,000,000 Shares of no par value			
Issued			
2,269,224 Shares		879,612	879,612
DEFICIT		<u>447,819</u>	285,874
		<u>431,793</u>	593,738
Approved by the Board:		<u>\$438,551</u>	<u>\$604,560</u>
“W. C. GIBSON”	Director		
“L. P. STARCK”	Director		

GIANT EXPLORATIONS LIMITED (N.P.L.)
STATEMENT OF DEFERRED EXPLORATION,
DEVELOPMENT AND ADMINISTRATION EXPENDITURES

SIX MONTHS ENDED MAY 31, 1970

(with comparative figures for 1969)

	<u>1970</u>	<u>1969</u> (unaudited)
Exploration and development		
Engineering and geological surveys	\$ 15,942	\$ 29,811
Camp operation and accommodation	1,369	2,278
Diamond drilling	1,173	4,177
Travel and vehicle operating	4,910	4,865
Geophysical and geochemical surveys	1,315	3,785
Consulting fees	202	1,350
Filing fees, assays and sundry	2,802	2,973
	<hr/> 27,713	<hr/> 49,239
Less portion applicable to joint-venture partners	3,525	2,970
	<hr/> 24,188	<hr/> 46,269
Administration		
Legal and audit	3,500	2,398
Office operating	6,420	7,699
Transfer agent's fees	961	1,942
Public relations	194	586
General supervision	3,000	3,000
	<hr/> 14,075	<hr/> 15,625
Less interest earned on term deposits	259	4,201
	<hr/> 13,816	<hr/> 11,424
NET EXPENDITURES FOR PERIOD	38,004	57,693
Balance deferred at beginning of period	279,988	253,872
	<hr/> 317,992	<hr/> 311,565
Deduct expenditures applicable to properties relinquished during period	9,158	21,758
	<hr/> \$308,834	<hr/> \$289,807
	<hr/> <hr/>	<hr/> <hr/>

GIANT EXPLORATIONS LIMITED (N.P.L.)
STATEMENT OF DEFICIT

SIX MONTHS ENDED MAY 31, 1970
(with comparative figures for 1969)

	<u>1970</u>	<u>1969</u> (unaudited)
Balance at beginning of period	\$405,699	\$260,684
Add		
Cost of mineral claims and option interests relinquished including cost of shares in Macsan Explorations Ltd. (N.P.L.)	22,499	3,432
Exploration, development and administration expenditures applicable to properties relinquished	9,158	21,758
Loss on disposal of fixed assets	10,463	
	<u>42,120</u>	<u>25,190</u>
BALANCE AT END OF PERIOD	<u>\$447,819</u>	<u>\$285,874</u>

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

SIX MONTHS ENDED MAY 31, 1970
(with comparative figures for 1969)

SOURCE OF FUNDS		
Issue of 300,000 shares	—	\$145,000
Interest earned	\$ 259	4,201
Proceeds from sale of fixed assets	17,021	—
	<u>17,280</u>	<u>149,201</u>
APPLICATION OF FUNDS		
Additions to vehicles and exploration equipment	5,549	9,807
Purchase of mineral claims and option payments	5,188	3,600
Exploration, development and administration expenditures ..	38,262	61,894
	<u>48,999</u>	<u>75,301</u>
(DECREASE) INCREASE IN WORKING CAPITAL	(31,719)	73,900
WORKING CAPITAL AT BEGINNING OF PERIOD	47,089	95,374
WORKING CAPITAL AT END OF PERIOD	<u>\$ 15,370</u>	<u>\$169,274</u>

GIANT EXPLORATIONS LIMITED (N.P.L.)

NOTES TO FINANCIAL STATEMENTS

SIX MONTHS ENDED MAY 31, 1970

1. VALUES

The amounts shown for mineral claims, options to acquire mineral claims and deferred expenditures represent accumulated costs and are not intended to reflect present or future values.

2. VEHICLES AND EXPLORATION EQUIPMENT

No depreciation of vehicles and equipment has been recorded in the accounts. It is the company's policy to write off to deficit the cost less proceeds of sale applicable to each asset at the time of disposal or abandonment.

3. CAPITAL STOCK

Capital stock has been issued for the following consideration:

	<u>Shares</u>	<u>Amount</u>
Cash	1,753,224	\$821,612
Mineral rights	516,000	58,000
	<u>2,269,224</u>	<u>\$879,612</u>

GIANT EXPLORATIONS LIMITED

(Non-Personal Liability)

Executive Office:
1131 Melville Street,
Vancouver 5, British Columbia

Registered Office:
Suite 625, 925 West Georgia Street,
Vancouver 1, British Columbia.

INFORMATION CIRCULAR

issued in connection with the Fourth Annual
General Meeting to be held on June 26, 1970

SOLICITATION OF PROXIES:

This information circular is furnished in connection with the solicitation by the management of Giant Explorations Limited (Non-Personal Liability) ('the Company') of proxies to be used at the Fourth Annual General Meeting of the Shareholders of the Company to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by regular employees of the Company at nominal cost. The cost of solicitation by management will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES:

The persons named in the enclosed form of proxy are Directors and/or Senior Officers of the Company. A shareholder desiring to appoint some other person to represent him at the meeting may do so either:

- (a) by striking out the printed names and inserting such other person's name in the blank space provided in the form of proxy; or
- (b) by completing another proper form of proxy, and, in either case, depositing the completed proxy at Suite 625, 925 West Georgia Street, Vancouver 1, B.C., not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.

A shareholder who has given a proxy may revoke it either:

- (a) by signing a proxy bearing a later date and depositing it as aforesaid; or
- (b) as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by signing and dating a written notice of such revocation (in the same manner as the instrument of proxy is required to be executed as set out in the Notes to the instrument of proxy herewith) and either depositing the same at the address and within the time aforesaid or with the Chairman of the meeting on the day of the meeting or on the day of any adjournment thereof; or
- (c) by attending the meeting in person and registering with the scrutineers which shall serve as notice of revocation of any proxy previously filed but only as to matters which have not already been dealt with at the meeting.

Furthermore, the Articles of Association of the Company expressly provide that the casting of a vote on the basis of an instrument or proxy will be valid notwithstanding the previous death of the principal, or revocation of the proxy, or transfer of the share in respect of which the vote is to be cast, provided that no intimation in writing of such death, revocation or transfer shall have been received at the registered office of the Company or by the Chairman of the meeting before the vote is cast.

EXERCISE OF DISCRETION BY PROXIES:

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them. In the absence of such direction, it is intended that such shares will be voted:

- (a) in favour of the approval of the Annual Reports and the Financial Statements of the Company;
- (b) for the appointment of Auditors, as stated under that heading in this circular;

- (c) for the ratification, confirmation and approval of all acts, deeds and things done by and proceedings of the Directors and Officers of the Company on its behalf as set out in the Notice of Meeting;
- (d) to fix the number of Directors at seven (7) and to empower the Board of Directors to appoint up to two (2) additional Directors;
- (e) for the election of Directors as stated under that heading in this circular;
- (f) to authorize the Company to exercise the power to invest in other companies, as more particularly set out as Item (f) in the Notice of Meeting.

VOTING SHARES:

On the date of the accompanying Notice of Meeting, the Company had outstanding 2,269,224 common shares without nominal or par value, each carrying the right to one vote, so that the aggregate number of votes attaching to all the outstanding shares is 2,269,224.

Shareholders registered prior to the time of the meeting will be entitled to attend and vote thereat. The person duly appointed under an instrument of proxy, however, will only be entitled to vote the shares represented thereby if the instrument of proxy (together with any instrument which may be required as set out in Note 3 on the instrument of proxy) is deposited at the address aforesaid not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.

Giant Mascot Mines Limited, 1131 Melville Street, Vancouver 5, British Columbia, is the registered and beneficial owner of 500,255 shares of the Company, being some 22% of the voting shares of the Company presently issued and outstanding. Furthermore, the Directors and Officers of the Company are all Directors and Officers of Giant Mascot Mines Limited.

ELECTION OF DIRECTORS:

The Board presently consists of seven (7) Directors, all of whom are deemed to retire at the Annual General Meeting but are eligible for re-election. The persons named in the enclosed form of proxy intend to vote in favour of the resolution to fix the number of Directors for the ensuing year at seven (7) and to empower the Board of Directors, in their discretion, to appoint up to two (2) additional Directors. If such resolution is adopted, the persons named in the enclosed form of proxy intend to vote for the election of the seven (7) nominees whose names are set forth below, all of whom are now members of the Board of Directors and have been since the dates indicated. The management does not contemplate that any of the nominees will be unable to serve as a Director, but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each Director elected will hold office until his successor is elected at the next Annual General Meeting of the Company, or at any adjournment thereof, unless his office is earlier vacated under any of the relevant provisions of the Articles of Association of the Company.

The following table and the notes thereto state the names of all the persons proposed to be nominated for election as Directors, all other positions and offices with the Company now held by them, their principal occupations or employments, the dates upon which they became Directors of the Company, and the approximate number of shares of the Company beneficially owned, directly or indirectly, by each of them, as of the date of the accompanying Notice of Meeting:

Name and Office	Principal Occupation or Employment	Date of Appointment as Director	Shares Owned
W. Clarke Gibson Chairman of the Board	Lumberman and Mining Executive: Chairman of the Board of Giant Mascot Mines Limited; President of Giant Explorations Limited (N.P.L.) from its incorporation to 1969.	Dec. 29, 1965	* 79,361
Louis P. Starck President and Managing Director	Professional Mining Engineer: President and Managing Director of Giant Mascot Mines Limited; presently President and Managing Director, and from incorporation to 1969, Vice-President and General Manager, of Giant Explorations Limited (N.P.L.).	Dec. 29, 1967	8,000

<u>Name and Office</u>	<u>Principal Occupation or Employment</u>	<u>Date of Appointment as Director</u>	<u>Shares Owned</u>
Kenneth George Bream, Director	Real Estate Executive: Vice-President and General Manager, Pacific Centre Limited; Director, Giant Mascot Mines Limited.	May 21, 1970	nil
Rupert B. Carleton Director	Barrister and Solicitor: Vice-President and General Counsel, Cemp Investments Ltd.; Director, Giant Mascot Mines Limited.	May 21, 1970	nil
John Lambert Gibson, Director	Lumberman and Mining Executive: President, Torwest Resources (1962) Ltd. (N.P.L.) and Highmont Mining Corp. Ltd. (N.P.L.); Director, Giant Mascot Mines Limited.	Dec. 29, 1965	* 45,041
Harvey A. McDiarmid Director	Lumberman and Mining Executive: President, H.M. Development Ltd., National Homes Ltd. and Yukon Antimony Corporation Limited (N.P.L.); Director, Giant Mascot Mines Limited.	Mar. 31, 1967	10,500
John Thornton Wanamaker, Director	Investment Analyst: Vice-President Corporate Investments, Cemp Investments Ltd.; Director, Giant Mascot Mines Limited.	May 21, 1970	nil

- * W. Clarke Gibson and John Lambert Gibson are brothers. In addition to the shares of the Company which they individually own, directly and indirectly (including the shares held by their respective personal corporations), as set out above, they each hold an equal interest with their two brothers in Gibson Barge Company Ltd. which owns 23,760 shares.

NOTES:

- (a) The information as to shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective Directors individually.
- (b) Unless otherwise stated above, each of the above named persons has held the first named principal occupation or employment indicated for at least five years.

APPOINTMENT OF AUDITORS:

The persons named in the enclosed form of proxy intend to vote for the reappointment of Thorne, Gunn, Helliwell & Christenson, Chartered Accountants, Vancouver, British Columbia, to hold office until the next Annual General Meeting of Shareholders. They have been auditors of the Company since December 20, 1966.

REMUNERATION OF MANAGEMENT AND OTHERS:

1. During the twelve-month period from the commencement of the last completed fiscal year of the Company on December 1, 1968, to November 30, 1969, and during the semi-annual period from December 1, 1969 to May 31, 1970, no remuneration has been paid by the Company to its Directors and Senior Officers. During the periods in question, however, the Company paid to Giant Mascot Mines Limited in the aggregate the sums of \$35,100 and \$15,750, respectively, for which the latter supplied the services of a full-time manager, and all accounting and clerical services, as well as office accommodation, senior engineering and management.
2. No pension or retirement benefit plans have been instituted by the Company and none is proposed at this time.
3. Save as set out in paragraph 1 above, no remuneration has been paid, directly or indirectly, to any Senior Officers or Directors by the Company pursuant to any plan or otherwise, and none is intended to be paid in the ensuing year, other than compensation to Giant Mascot Mines Limited for like services and facilities to those

furnished by it to the Company during the past year in a similar amount to that paid by the Company during the last completed fiscal year.

4. No options to purchase securities of the Company have been granted to any Senior Officers or Directors since the incorporation of the Company.

5. None of the Directors or Senior Officers of the Company or any person associated with them has been indebted to the Company since the commencement of the last completed fiscal year on December 1, 1968.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS:

None of the Directors, Senior Officers, or other associates had any material interest, direct or indirect, in any transaction since December 1, 1968, or in any proposed transaction which has materially affected or will materially affect the corporation, save as set out under the next heading.

MANAGEMENT CONTRACTS:

The Company has not entered into any management contracts. As already set out herein, Giant Mascot Mines Limited furnishes the Company with senior engineering and management, field supervision, accounting and administrative and clerical services.

June 8, 1970.

GIANT EXPLORATIONS LIMITED

(Non-Personal Liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of Giant Explorations Limited (Non-Personal Liability) will be held in the Board Room on the Fifth Floor of the Board of Trade Tower, 1177 West Hastings Street, Vancouver, British Columbia, on Friday, the 26th day of June, 1970, at the hour of 3:00 o'clock in the afternoon, for the following purposes:

- (a) To receive and approve the Annual Reports to the shareholders by the President on behalf of the Board of Directors and by the Chief Engineer, and the Financial Statements of the Company for the year ended November 30, 1969, and the semi-annual period ended May 31, 1970, together with the Reports of the Auditors thereon;
- (b) To appoint Auditors and to authorize the Directors to fix the remuneration to be paid to the Auditors;
- (c) To ratify, confirm and approve all acts, deeds and things done by and the proceedings of Directors and Officers of the Company on its behalf since the last Annual General Meeting of the Company as referred to in the Annual Reports and the Financial Statements to be presented to the Meeting which accompany this Notice;
- (d) To fix the number of Directors for the ensuing year at seven (7), and to empower the Board of Directors, in their discretion, to appoint, either at one time or at different times, up to two (2) additional Directors, each to hold office until the next succeeding Annual General Meeting of the Company, unless such office be earlier vacated, and if, as and when any such appointment of an additional Director or two additional Directors is made, to fix the number of Directors of the Company accordingly at such number as may be required to give effect to such appointment or appointments, as the case may be;
- (e) For the election of Directors;
- (f) To authorize the Company, pursuant to Sections 22(1) (g) and 150 of the "Companies Act", to take or otherwise acquire and hold the shares, stocks or debentures or other securities of any company, wheresoever incorporated, having objects, altogether or in part, similar to those of the Company or carrying on any business capable of being conducted so as, directly or indirectly, to benefit the Company, and to sell or re-issue with or without guarantee or otherwise deal with the same, and to empower the Board of Directors to exercise such authority on the Company's behalf;
- (g) To transact such other business as may properly be transacted at such meeting, or at any adjournment thereof, without notice.

Copies of the Annual Reports to Shareholders, the Financial Statement of the Company made up to November 30, 1969, and of an Information Circular accompany this Notice.

If you are unable to attend the Annual General Meeting in person, kindly read the Notes on the instrument of proxy enclosed herewith and then complete and return the proxy within the time stipulated in the Notes. As set out in the Notes, the enclosed proxy is solicited by management but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the meeting.

DATED at Vancouver, British Columbia, this 8th day of June, 1970.

On behalf of the Board

"Allan H. Ainsworth"

Secretary

